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### **BOARD OF DIRECTORS**

Shri. P I Mohammed Kutty alias Mammootty	Chairman
Shri. John Brittas	Managing Director
Shri. C K Karunakaran	
Shri. M M Monaye	
Shri. V K Mohammed Ashraf	
Shri. T R Ajayan	
Shri. A Vijayaraghavan	
Shri. A K Moosa	

### **SENIOR EXECUTIVES- CORPORATE OFFICE**

Shri. M Venkitaraman	- Senior Director (Finance & Technical)
Shri. N P Chandrasekharan	- Director (News & CA)
Shri. Unni Cherian	- Director (Programmes)
Shri. A J Peter	- Director (Production)
Shri. Sarathchandran	- Executive Editor
Shri. Biju Radhakrishnan	- Senior General Manager (Technical)
Shri. Mohammed Arif C C	- General Manager (P&A)
Shri. K R Suresh	- General Manager (Systems)
Shri. B Sunil	- General Manager (Marketing)
Shri. R S Rajesh	- Asst. General Manager (Programmes)
Smt. Amrutha M K	- Associate Director (Programmes & Digital)

### **COMPANY SECRETARY**

Shri. K P Sukumaran Nair

### **STATUTORY AUDITORS**

M/s A A Menon & Associates, 39/2649, 1<sup>st</sup> Floor, Ambady's, Panthiyil Towers, Warriam Road, Kochi- 682016

### **SECRETARIAL AUDITORS**

Sajee and Associates, Company Secretaries, Sreesankaram, KRA-74, TC 28/152  
Opp Kaithamukku Post Office, Thiruvananthapuram- 695024

### **PRINCIPAL BANKERS**

State Bank of India, Commercial Branch, Thycaud.

### **REGISTERED OFFICE/CORPORATE OFFICE**

12/1681(6) Kairali Towers, Asan Square, Palayam, University P.O, Thiruvananthapuram- 695034, Kerala

ഓഹരി ഉടമകൾക്കുള്ള ചെയർമാന്റെ കത്ത്

ടെലിവിഷൻ രംഗം കടുത്ത വെല്ലുവിളികൾ നേരിട്ടുകൊണ്ടിരിക്കുന്ന ഒരു കാലഘട്ടത്തിലൂടെയാണ് നമ്മൾ കടന്ന് പോകുന്നത്. വലിയ സാമ്പത്തിക ശേഷിയുള്ള ആഗോള കമ്പനികൾ പോലും ഈ മേഖലയിൽ നിന്നു പിന്മാറാനുള്ള തയ്യാറെടുപ്പിലാണ്. Digital മേഖലയുടെ വളർച്ചയും ടെലിവിഷനിലെ വരുമാന സാധ്യതകളെ സാരമായി ബാധിച്ചിട്ടുണ്ട്. News മേഖല പൂർണ്ണമായും സാങ്കേതികവിദ്യയാൽ നയിക്കപ്പെടുന്ന ഒരു വിഭാഗമായി മാറിയിട്ടുണ്ട്.

ഈ അവസരത്തിലും നമ്മൾ വളരെ കൃത്യമായി ഉള്ളടക്കത്തിൽ ഉചിതമായ മാറ്റങ്ങൾ വരുത്തി നമ്മുടെ റേറ്റിങ്ങ് നിലനിർത്തിക്കൊണ്ട് കഴിഞ്ഞ സാമ്പത്തിക വർഷവും പ്രവർത്തനം നേരിയ തോതിലെങ്കിലും ലാഭകരമാക്കാൻ സാധിച്ചു എന്നത് നേട്ടമായി കാണേണ്ടതുണ്ട്. തുടർന്നും വളരെ ശ്രദ്ധയോടെ മുന്നോട്ട് ചലിക്കുവാൻ കഴിയുമെന്ന പ്രതീക്ഷയോടെ-

സ്നേഹാദരങ്ങളോടെ

മമ്മൂട്ടി

ചെയർമാൻ

തിരുവനന്തപുരം

09.08.2024

മലയാളം കമ്മ്യൂണിക്കേഷൻസ്  
ലിമിറ്റഡ്

## **MALAYALAM COMMUNICATIONS LTD.**

**Reg. Office: 12/1681(6), Kairali Towers, Asan Square, Palayam**

**University P O, Thiruvananthapuram- 695034, ++91 471 2386500, Fax: 2386501**

**CIN- U74300KL2000PLC013655**

### **NOTICE**

To

**All Shareholders,**

Notice is hereby given that the 24<sup>th</sup> Annual General Meeting of the Shareholders of the Company will be held on Saturday the 7<sup>th</sup> September 2024 at 11am by Video Conferencing from the Registered Office of the Company to transact the following business.

#### **Ordinary Business**

1. To receive and adopt the Director's Report, Auditor's Report and Audited Statement of Accounts along with the notes on accounts for the year ended 31<sup>st</sup> March 2024.
2. To appoint Director in place of Shri. T R Ajayan who retires by rotation and is eligible for reappointment.
3. To appoint Director in place of Shri. V K Mohammed Ashraf who retires by rotation and is eligible for reappointment.

#### **SPECIAL BUSINESS:**

4. To consider and if thought fit, to pass with or without modifications, the following resolutions as Special Resolutions

#### **Issue of 10 year unsecured zero coupon Compulsorily Convertible Debentures (CCDs)**

“RESOLVED THAT pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to the provisions of the Articles of Association of the Company, and subject to necessary approvals / sanctions / permissions of appropriate statutory / regulatory authorities, if applicable, and subject to such conditions as may be prescribed by any of them while granting such approvals / sanctions, and which may be agreed to by the Board of Directors of the Company, consent of the members be and is hereby accorded to the Board of Directors (hereinafter referred to as the “Board”, which term shall include any Committee constituted by the Board to exercise the powers conferred on the Board by this Resolution) of the Company to create, offer/Issue and allot upto 10,000 (Ten Thousand) unsecured zero coupon Compulsorily Convertible, Debentures of Face Value of Rs.1 lakh each, (CCD), in one or more series /tranches, on private placement, at par aggregating up to Rs. 100 Crores (Rupees One hundred Crores), to such persons

and on such terms and conditions as the Board of Directors of the Company may, from time to time, determine and consider proper and beneficial to the Company including, without limitation, as and when the said Debentures are to be issued, the consideration for the issue, mode of payment, with call/put options on either side, coupon rate, redemption period, utilization of the issue proceeds and all matters connected therewith or incidental thereto including any alterations in terms as may be considered expedient in the circumstances and to issue such number of equity shares as may be required to be issued upon conversion of the CCDs allotted pursuant to this resolution or as may be necessary in accordance with the terms of the offering.”

"RESOLVED FURTHER THAT the equity shares to be issued on conversion of the CCDs shall rank *paripassu* in all respects with the existing equity shares of the Company."

“RESOLVED FURTHER THAT the Board of Directors of the Company or any committee thereof be and is hereby authorised to finalise with the Investors to do all such acts, deeds, matters and things as may be necessary or ancillary or incidental thereto and to execute all such documents as may be necessary for giving effect to the above resolutions.”

#### 5. Reappointment of Mr. John Brittas

To consider and if thought fit, to pass with or without modifications, the following resolutions as Special Resolutions

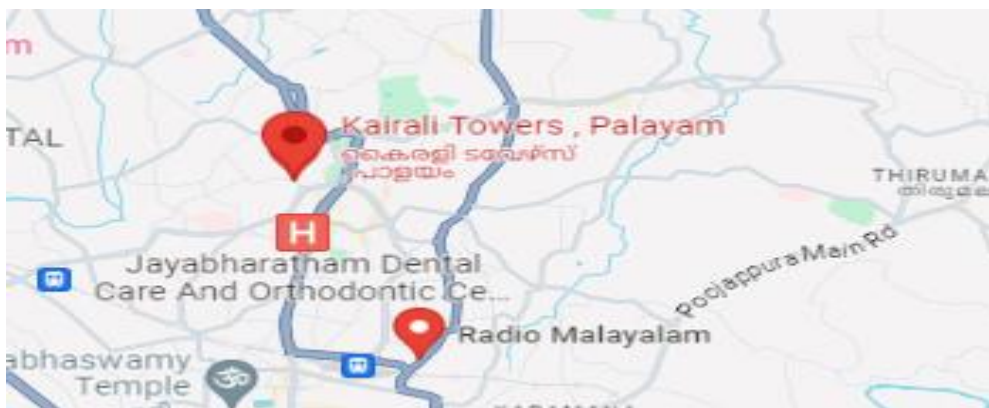
“RESOLVED that, pursuant to Section 196 and all other applicable provisions, if any of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof or any rules made there under Mr. John Brittas, be and is hereby reappointed as the Managing Director of the Company, who is also a Key Managerial Person of the Company under Section 203 of the Act, for a period of 5 years on payment of remuneration, allowances and perquisites as at present”.

For and on the behalf of the Board

Company Secretary

Thiruvananthapuram  
09.08.2024

#### ROUTE MAP TO THE VENUE



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

**Item No: 4** Issue of unsecured zero coupon compulsorily convertible debentures (CCD)

In order to meet its requirement of working capital to fund various program contents and as well as capital expenditure to support business expansion, as may be required the Company proposes to create, offer, issue and allot up to 10,000 (Ten Thousand) Compulsorily Convertible Debentures (“CCDs”) having face value of INR 100,000 (Indian Rupees One Lac Only) each, in one or more tranches, at par, for an aggregate amount of up to INR 100 crores (Indian Rupees One Hundred Crores Only) to one or more investors who would be willing to participate in the offer. The equity shares, if any, allotted on issue, conversion of Securities shall rank in all respects paripassu with the existing Equity Shares of the Company.

The resolution proposed is an enabling resolution and the exact proportion and timing of the issue of the securities the detailed terms and conditions for the issue will be decided by the Board in consultation with advisors and such other authorities and agencies as may be required to be consulted by the Company in due consideration of prevailing market conditions and other relevant factors after meeting the specific requirements. The proposal therefore seeks to confer upon the Board the absolute discretion to determine the terms of issue.

Section 62(1)(c) of the Companies Act, 2013 (“Act”) provides that, inter-alia, such further Securities may be offered to any persons whether or not such persons are existing holders of equity shares of the Company as on the date of offer by way of a Special Resolution passed to that effect by the Company in General Meeting.

Accordingly, the approval of the Members is being sought, by way of a Special Resolution, to offer and issue, in one or more tranche(s), Compulsorily Convertible Debentures (‘CCDs’) at par on a Preferential Basis. A statement of disclosures as required under the Companies (Share Capital and Debentures) Rules, 2014 and the terms of issue of the CCDs, are as under:

a	Object of the Issue	The Objective of issue is to finance the working capital requirement and general corporate requirements
b	Number of securities to be issued	It is proposed to issue 10,000 Zero Coupon Compulsorily Convertible Debentures
c	Price at which allotment is proposed	At Par
d	Basis of Issue Price and Valuation of Non Cash Consideration	Not applicable as the securities are being issued at par
e	Relevant Date	To be determined by the Board
f	Class or classes of persons to whom the	To any persons whether or not such persons are

	allotment is proposed to be made	existing holders of equity shares of the Company																								
g	Intention of promoters, directors or key managerial personnel to subscribe to the offer	The said allotment is proposed to be made to persons other than those belonging to Promoter and Promoter Group or Directors of the Company.																								
h	Proposed time period for completion of allotment	12 months from the date of this resolution																								
i	Name of Proposed Allottees the percentage of post preferential offer capital that may be held by them	The proposed resolution is an enabling resolution for issue of CCDs in one or more tranches to any person whether or not such persons are existing shareholders. The percentage holding would vary depending on the price at which the conversion would happen as per the terms of issue of Series																								
j	Change in control	The issue of CCDs and its conversion into equity shares would not result in any change in control																								
k	Details of Preferential allotments made during the year																									
l	Shareholding pattern of shares before and after the offer	<table border="1"> <thead> <tr> <th rowspan="2">Shareholder</th> <th colspan="2">Pre</th> <th colspan="2">Post</th> </tr> <tr> <th>Shares</th> <th>%</th> <th>Shares</th> <th>%</th> </tr> </thead> <tbody> <tr> <td>Promoter</td> <td>Nil</td> <td>NIL</td> <td>NIL</td> <td>NIL</td> </tr> <tr> <td>Public</td> <td></td> <td></td> <td></td> <td>100%</td> </tr> <tr> <td>TOTAL</td> <td></td> <td></td> <td></td> <td></td> </tr> </tbody> </table>	Shareholder	Pre		Post		Shares	%	Shares	%	Promoter	Nil	NIL	NIL	NIL	Public				100%	TOTAL				
Shareholder	Pre			Post																						
	Shares	%	Shares	%																						
Promoter	Nil	NIL	NIL	NIL																						
Public				100%																						
TOTAL																										

None of the directors, managers or key managerial personnel of the company or the relatives thereof is in any way concerned or interested, in the said resolution. The board recommends the said resolution to be passed as special resolution.

**Item No: 5: Reappointment as MD**

The term of the present Managing Director, Mr. John Brittas, comes to an end on November 2024. Accordingly the Board recommends passing of the Special Resolution in relation to the re-appoint of Managing Director for another term of 5 years on the present terms and conditions. Hence the resolution.

None of the Directors, Managers or Key Managerial Personnel of the Company or the relatives except Mr. John Brittas, thereof is in any way concerned or interested, in the said resolution. The Board recommends the said resolution to be passed as Special Resolution.

## **NOTES:**

### **1. A MEMBER ENTITLED TO ATTEND AND VOTE IN THE ABOVE MEETING THROUGH VIDEO CONFERENCING.**

2. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
3. Members who hold shares in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Company, for consolidation into single folio.
4. Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of E-voting.

### **5. E- voting**

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 2/2022, 3/2022 both dated 05.05.2022. The forthcoming AGM/EGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.
3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 2/2022 and 3/2022 dated May 05, 2022, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India

or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 2/2022 and 3/2022 dated May 05, 2022, the Notice calling the AGM/EGM has been uploaded on the website of the Company at [www.kairalinewsonline.com](http://www.kairalinewsonline.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).

#### **THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:**

- (i) The voting period begins on 04.09.2024 10 AM and ends on 06.09.2024 5 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 28.08.2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of **SEBI circular no.** SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:



Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company or contact Company <a href="mailto:evoting@kairality.in">evoting@kairality.in</a>.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

(vi) After entering these details appropriately, click on “SUBMIT” tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It

is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant MALAYALAM COMMUNICATIONS LTD on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [evoting@kairaliv.in](mailto:evoting@kairaliv.in), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [evoting@kairaliv.in](mailto:evoting@kairaliv.in). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [evoting@kairaliv.in](mailto:evoting@kairaliv.in). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.

10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [evoting@kairality.in](mailto:evoting@kairality.in).
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 21 09911.

**Directors' Report**

To all shareholders

We have pleasure in presenting the report of our business operations for the year ended 31<sup>st</sup> March 2024 along with the audited statement of accounts, Auditors report and Balance Sheet.

Results of operations/Financial highlights

(Rs. in lakhs)

	Standalone		Consolidated	
	Financial Year 2023-24	Financial Year 2022-23	Financial Year 2023-24	Financial Year 2022-23
Total Income	5069.35	5128.69	5083.96	5139.29
Expenditure excluding depreciation and preliminary expenses	3879.73	3841.65	3879.73	3841.66
Depreciation	930.21	1109.19	930.21	1109.19
Preliminary expenses				
Net profit before Adjustments	259.41	177.85	274.02	188.44
Less : Provision for	7.48	-59.07	7.48	-59.07

tax				
Net profit after tax	251.93	236.92	266.54	247.51
Proposed Dividend				
Tax on dividend				
Net profit carried to Balance sheet	251.93	236.92	266.54	247.51

## **Operations**

Television Industry continues to face stiff competition from Digital Platforms like OTT and Mobile devices. Your Company has laid special thrust on developing its digital presence. At the same time, the challenges on linear television is met with effective content management, with good results.

## **CHANGE IN THE NATURE OF BUSINESS**

No substantial change has occurred during the financial year in the nature of the company's business or in the nature of the business carried on by the company and generally in the class of business in which the company has interest except tightening of norms by the Ministry of Information and Broadcasting.

## **DIVIDEND:**

Your Directors could not recommend any dividend during the year under review, as the company has no divisible profits.

## **THE AMOUNT IF ANY PROPOSED BY THE BOARD TO CARRY TO RESERVE:**

Your Company proposes to transfer Rs. 251.93 lakh to the General Reserve.

## **DEPOSITS:**

The Company has not accepted any deposits during the period under review.

## **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:**

The particulars of loans, guarantee and investments have been disclosed in the financial statements.

## **DETAILS OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS**

The company has duly renewed the appointment of M/S Varma & Varma Chartered Accountants as Internal Auditor for the period under review. They visit our office on a regular basis and submit their report to the Board on a quarterly basis. The management makes periodic review of such reports and oversees the corrective action from time to time.

## **BOARD OF DIRECTORS/ KEY MANAGERIAL PERSONNEL**

The following is the list of Directors.

Shri. P I Mohammed Kutty – Chairman

Shri. John Brittas – Managing Director

Shri. C K Karunakaran

Shri. M M Monaye

Shri. V K Mohammed Ashraf

Shri. T R Ajayan

Shri. A Vijayaraghavan

Shri. A K Moosa

The following are designated as Key Managerial personnel of the Company.

1. Shri John Brittas – Managing Director
2. Shri M Venkitaraman – Senior Director (Finance & Technical)
3. Shri K P Sukumaran Nair – Company Secretary

## **RETIREMENT OF DIRECTORS**

Of the present Directors Shri. T R Ajayan and Shri. V K Mohammed Ashraf will retire by rotation. They have offered themselves for reappointment.

## **INDEPENDENT DIRECTORS**

The following are declared as independent Directors

1 Shri. M M Monaye

2 Shri. A K Moosa

## **BOARD MEETING**

The Board of Directors met 6 times during the financial year on 30.04.2023, 23.07.2023, 25.08.2023, 23.09.2023, 01.11.23 and 22.02.2024. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013.

## **DECLARATION FROM INDEPENDENT DIRECTORS ON ANNUAL BASIS**

The Company has received necessary declaration from each Independent Director of the Company under Section 149(7) of the Companies Act, 2013 that the Independent Directors of the Company meet with the criteria of their Independence laid down in Section 149(6).

## **EVALUATION OF BOARD PERFORMANCE**

The evaluation framework for assessing the performance of Directors comprise of the following key areas:

- 1 Attendance at the Board meetings and Committee meetings.

- 2 Quality of contribution to the Board deliberations safeguarding the interests of the Company, in dependence of judgment level of engagement and contribution.
- 3 Strategic perspectives or inputs regarding future growth of the Company and its performance.
- 4 Providing perspectives and feedbacks going beyond and the information provided by the management.
- 5 Commitment to shareholder and stakeholder's interest.

The evaluation involves individual evaluation by each member of the Board and subsequently assessment by the entire Board. A member of the Board will not participate in the discussion of his evaluation.

#### **Disclosure about Cost Audit**

Cost records have not been prescribed. Hence no disclosure about cost audit is made.

#### **Independent Directors' Meetings**

The Independent Directors' met twice on 30.04.23 and 22.02.24

### **COMMITTEES OF BOARD**

#### **(i) Audit committee**

The members of the Audit Committee are:

1. Shri M M Monaye
2. Shri A K Moosa
3. Shri. C K Karunakaran

In addition, The Statutory Auditors, Company Secretary and Senior Director (Finance & Technical) are invitees at each meeting.

Audit Committee met 4 times during the financial year on 30.04.2023, 23.07.2023, 23.09.2023 and 22.02.2024.

#### **(ii) Nomination & Remuneration Committee**

The members of the Committee are

1. Shri. A.Vijayaraghavan.
2. Shri M.M.Monaye
3. Shri. A K Moosa

The functions of the Nomination & Remuneration Committee includes inter alia to ensure that the remuneration to performance meets appropriate performance benchmark;

Nomination & Remuneration Committee met 2 times during the financial year on 30.04.2023 and 22.02.2024.



### **(iii) Stake holders relationship Committee**

1. Shri. A.Vijayaraghavan.
2. Shri. K P Sukumaran Nair

Stake holders' relationship Committee met 2 times during the financial year on 30.04.2023 and 22.02.2024

### **(iv) Committee for the Prevention of harassment of women at work place**

The members of the Committee are

1. Shri.K P Sukumaran Nair – Company Secretary
2. Shri. T Radhamani – Social Activist

### **DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013.**

The Company has in place an Anti Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

No Complaints of Sexual harassment was received during the year.

**RELATED PARTY TRANSACTIONS:** Details given in schedule 31 of the Annual Account.

### **INFORMATION ABOUT THE FINANCIAL PERFORMANCE/FINANCIAL POSITION OF THE SUBSIDIARIES/ASSOCIATES/JV**

#### **Associate Companies**

1. MCL MEDIA PRIVATE LIMITED
2. KAIRALI TELEVISION PRIVATE LIMITED.

### **RISK MANAGEMENT POLICY**

The Types of Risks involved in the business of the Company are-

Market Risks

Operational Risks

Financial Risks

Legal Risks

With constant monitoring of the general economic conditions and peculiar conditions applicable to the business in which the Company is engaged, the Board has been able to achieve results in accordance with the objectives laid down by the Company from time to time.

### **VIGIL MECHANISM / WHISTLE BLOWER POLICY**

The Company is committed to the highest standards of ethical, moral and legal conduct of business operations and in order to maintain these standards. The Company encourages its employees who have genuine concerns about suspected misconduct to come forward and express those concerns without fear of punishment or unfair treatment. The Company has a proper vigil mechanism and whistle blower policy in place pursuant to *Section 177(9) and 177(10) of the Companies Act, 2013*

### **EXTRACT OF ANNUAL RETURN**

Form no MGT 9 is placed in [www.kairalinewsonline.com](http://www.kairalinewsonline.com)

### **STATUTORY AUDITORS**

M/s A A Menon and Associates, Kochi for the financial year from 2022-23 to 2026-27.

### **SECRETARIAL AUDIT REPORT**

Secretarial Audit Report for the FY 2023-24 as provided by Mr. Sajee Nair, Practicing Company Secretary, is annexed to this Report as Annexure I. The observations made by the Secretarial Auditors in their report are self-explanatory.

### **SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS**

There are no significant material orders passed by the Regulators / Courts which would impact the going concern status of the company and its future operations.

### **DIRECTORS' RESPONSIBILITY STATEMENT**

In terms of Section 134(5) of the Companies Act, 2013, the Directors would like to state that:

- (i) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures
- (ii) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period.
- (iii) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities
- (iv) the directors had prepared the annual accounts on a going concern basis; and
- (v) The Company being unlisted, S. 134(3)(e) of the Act pertaining to laying down internal financial controls is not applicable to the Company.

- (vi) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**PARTICULARS OF EMPLOYEES AS PER THE COMPANIES  
(APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL)**

There were no employees whose remuneration was in excess of the limits prescribed under the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

**CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION**

Considering its nature of activities, S.134 (3) (m) of the Act read with rule 8 of the Companies (Accounts) Rules, 2014, the Company has no activities relating to conservation of energy & technology absorption.

**FOREIGN EXCHANGE EARNINGS AND OUTGO**

Details given in schedule 32 of the Annual Account.

**INDUSTRIAL RELATIONS**

Industrial relations remained peaceful and cordial during the period under review.

**ACKNOWLEDGEMENT**

The Board formally extends their deepest gratitude to the members, all officials, bankers, investors, partners, associates, and professional parties, who extended their hands for the development of our business. The Directors also wish to place on record their thanks to all employees of the company for their unstinted efforts during the year

For and on behalf of the Board,

Place: Thiruvananthapuram

Date: 09.08.2024

***P I Mohammed Kutty***

**CHAIRMAN**